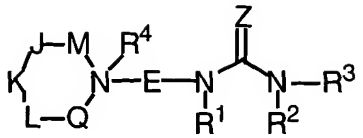


(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

M is absent;

Q is selected from CH_2, CHR^5, CHR^{13}, $CR^{13}R^{13}$, and CR^5R^{13};

K is selected from CH_2, CHR^5, CHR^6, CR^6R^6 and CR^5R^6;

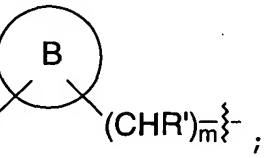
L is selected from CHR^5 and CR^5R^6;

J is selected from CH_2, CHR^5, CHR^{13}, and CR^5R^{13};

Z is selected from O, S, NR^{1a}, $C(CN)_2$, $CH(NO_2)$, and CHCN;

R^{1a} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $CONR^{1b}R^{1b}$, OR^{1b}, CN, NO_2, and $(CH_2)_w$phenyl;

R^{1b} is independently selected from H, C_{1-3} alkyl, C_{3-6} cycloalkyl, and phenyl;

E is  ;

G is selected from a bond, C=O, and SO_2;

Ring B is a 5, 6, or 7 membered saturated heterocyclic ring wherein the heterocycle ring includes $-NR^9-$,

$-O-$, $-S(O)_p-$, $-NR^{9d}C(O)-$, $-C(O)NR^{9d}-$, $-C(O)O-$, $-OC(O)-$, $-NR^{9d}C(O)NR^{9d}$, $-NR^{9d}C(O)O-$, $-NR^{9d}S(O)_2-$, $-S(O)_2NR^{9d}$, or $-OC(O)NR^{9d}-$, the heterocycle ring being optionally substituted by 0-2 R^8;

R^1 and R^2 are independently selected from H, C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and $(CH_2)_rC_{3-6}$ cycloalkyl;

R^3 is selected from methyl substituted with 0-1 R^{10}, C_{2-8} alkyl substituted with 0-3 R^7, C_{3-8} alkenyl substituted with 0-3 R^7, C_{3-8} alkynyl substituted with 0-3 R^7, C_2 fluoroalkyl, C_{3-8} haloalkyl, a $(CR^{3'}R^{3''})_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15} and a $(CR^{3'}R^{3''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H, C_{1-6}alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qC(O)R^{4b}$, $(CH_2)_qC(O)NR^{4a}R^{4a'}$, $(CH_2)_qC(O)OR^{4b}$, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4c};

R^{4a} and $R^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^{4b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, $(CH_2)_rC_{3-6}$ cycloalkyl, C_{3-8} alkynyl, and phenyl;

R^{4c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a'}$, and $(CH_2)_r$phenyl;

R^5 is selected from a $(CR^{5'}R^{5''})_t$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16} and a $(CR^{5'}R^{5''})_t$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16};

$R^{5'}$ and $R^{5''}$, at each occurrence, are selected from H, C_{1-6}alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^6, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rNR^{6a}R^{6a'}$, $(CH_2)_rOH$, $(CH_2)_rOR^{6b}$, $(CH_2)_rSH$, $(CH_2)_rSR^{6b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}C(O)R^{6a}$, $(CH_2)_rC(O)OR^{6b}$, $(CH_2)_rOC(O)R^{6b}$, $(CH_2)_rS(O)_pR^{6b}$, $(CH_2)_rS(O)_2NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}S(O)_2R^{6b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6}alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6}cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

with the proviso that when any of J or K is CR^6R^6 and R^6 is cyano, or bonded to the carbon to which it is attached through a heteroatom, the other R^6 is not cyano, or bonded to the carbon to which it is attached through a heteroatom;

R^7 is selected from NO_2, CN, $NR^{7a}R^{7a'}$, OH, OR^{7d}, C(O)H, C(O)OH, $C(O)R^{7b}$, $C(O)NR^{7a}R^{7a'}$, $NR^{7f}C(O)OR^{7d}$, $OC(O)NR^{7a}R^{7a'}$, $NR^{7f}C(O)R^{7b}$, $NR^{7f}C(O)NR^{7f}R^{7f}$, $C(O)OR^{7d}$, $OC(O)R^{7b}$, $C(=NR^{7f})NR^{7a}R^{7a'}$, $NHC(=NR^{7f})NR^{7f}R^{7f}$, $S(O)_pR^{7b}$, $S(O)_2NR^{7a}R^{7a'}$, $NR^{7f}S(O)_2R^{7b}$, C_{1-6} haloalkyl;

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

alternatively, R^{7a} and $R^{7a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms

selected from NR^{7h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{7b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{7e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $C(O)C_{1-6}$ alkyl, $C(O)OC_{1-6}$ alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, $(CH_2)_r$phenyl, and a heterocycle substituted with 0-1 R^{7g}, wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{7f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{7g} is selected from methyl, ethyl, acetyl, and CF_3;

R^{7h} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{7f}$, $C(O)OR^{7i}$, and SO_2R^{7i};

R^{7i}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl;

R^8 is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{8c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{8c};

R^{8a}, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{8e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{8e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{8f}R^{8f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{8a}$, $(CH_2)_rC(O)NR^{8f}R^{8f}$, $(CH_2)_rNR^{8f}C(O)R^{8a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl,

$(CH_2)_rOC(O)R^{8b}$, $(CH_2)_rS(O)_pR^{8b}$, $(CH_2)_rS(O)_2NR^{8f}R^{8f}$, $(CH_2)_rNR^{8f}S(O)_2R^{8b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_r$phenyl;

R^{8f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^9 is selected from H, CH_3, C_{2-6} alkyl substituted with 0-3 R^{9a}, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{1-6} haloalkyl, $(CHR')_rC(O)C_{1-6}$ alkyl substituted with 0-3 R^{9j}, $(CHR')_rC(O)OC_{1-6}$ alkyl substituted with 0-3 R^{9b}, $(CHR')_rC(O)NR^{9d}R^{9d'}$, $(CHR')_rS(O)_2C_{1-6}$ alkyl, $S(O)_2C_{1-6}$ haloalkyl, $(CHR')_rS(O)_2NR^{9d}R^{9d}$, $R^{9'}$, $(CHR')_rC(O)R^{9'}$, $(CHR')_rC(O)NR^{9d}R^{9'}$, $(CHR')_rS(O)_2R^{9'}$, and $(CHR')_rS(O)_2NR^{9d}R^{9'}$;

$R^{9'}$, at each occurrence, is independently selected from $(CHR')_rC_{3-6}$ cycloalkyl substituted with 0-3 R^{9e}, $(CHR')_r$phenyl substituted with 0-3 R^{9c}, $(CHR')_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c},

R^{9a}, at each occurrence, is selected from CN, NO_2, OC_{1-5} alkyl, CF_3, OH, OC_{1-5} alkyl, $OC(O)C_{1-5}$ alkyl, SC_{1-5} alkyl, $S(O)_pC_{1-5}$ alkyl, and $NR^{9d}R^{9d'}$;

R^{9b}, at each occurrence, is selected from C_{3-6} cycloalkyl, CN, $(CF_2)_rCF_3$, $(CH_2)_qOC_{1-5}$ alkyl, $(CH_2)_qOH$, $(CH_2)_qSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_qNR^{9d}R^{9d'}$;

R^{9c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CHR')_rC(O)C_{1-5}$ alkyl, $(CHR')_rC(O)OC_{1-5}$ alkyl, $(CHR')_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$;

provided that if R^{9c} is attached to a carbon attached to the nitrogen on Ring B, then R^{9c} is selected from $(CH_2)_qOH$, $(CH_2)_qOC_{1-5}$ alkyl, $(CH_2)_qSC_{1-5}$ alkyl, $(CH_2)_qS(O)_qC_{1-5}$ alkyl, and $(CH_2)_qNR^{9d}R^{9d'}$;

R^{9d} and $R^{9d'}$, at each occurrence, are independently selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

alternatively, R^{9d} and $R^{9d'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{9h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{9e}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CHR')_rC(O)OC_{1-5}$ alkyl, $(CHR')_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$, or

alternatively, two R^{9e} on the same carbon atom form =O;

R^{9h} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{9f}$, $C(O)OR^{9i}$, and SO_2R^{9i};

R^{9i}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl;

R^{9j}, at each occurrence, is selected from C_{3-6} cycloalkyl, CN, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$;

R^{10} is selected from $C(O)H$, $C(O)OH$, $C(O)R^{10b}$, $C(O)NR^{10a}R^{10a'}$, $C(O)OR^{10d}$, $C(=NR^{10f})NR^{10a}R^{10a'}$, $S(O)R^{10b}$, $S(O)_2R^{10b}$, $S(O)_2NR^{10a}R^{10a'}$;

R^{10a} and $R^{10a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{10e};

alternatively, R^{10a} and $R^{10a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{10h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{10b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6}

carbocyclic residue substituted with 0-3 R^{10e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{10e};

R^{10d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{10e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{10e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

R^{10e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $C(O)C_{1-6}$ alkyl, $C(O)OC_{1-6}$ alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, $(CH_2)_r$phenyl, and a heterocycle substituted with 0-1 R^{10g}, wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{10f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{10g} is selected from methyl, ethyl, acetyl, and CF_3;

R^{10h} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{10f}$, $C(O)OR^{10i}$, and SO_2R^{10i};

R^{10i}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, $(CF_2)_wCF_3$, $(CH_2)_qNR^{13a}R^{13a'}$, $(CH_2)_qOH$, $(CH_2)_qOR^{13b}$, $(CH_2)_qSH$, $(CH_2)_qSR^{13b}$, $(CH_2)_wC(O)OH$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}C(O)R^{13a}$, $(CH_2)_wC(O)OR^{13b}$, $(CH_2)_qOC(O)R^{13b}$, $(CH_2)_wS(O)_pR^{13b}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$-phenyl substituted with 0-3 R^{13c};

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6}cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{15}, at each occurrence, is selected from =O, C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$,

$(CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}$, $(CHR')_rNHC(=NR^{15f})NR^{15f}R^{15f}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{15e};

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

alternatively, R^{15a} and $R^{15a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{15h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{15e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{15e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $C(O)C_{1-6}$ alkyl, $C(O)OC_{1-6}$ alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{15f}R^{15f}$, $(CH_2)_r$phenyl, and a heterocycle substituted with 0-1 R^{15g}, wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

R^{15f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{15g} is selected from methyl, ethyl, acetyl, and CF_3;

R^{15h} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{15f}$, $C(O)OR^{15i}$, and SO_2R^{15i};

R^{15i}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl;

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)O(CHR')_rR^{16d}$, $(CHR')_rOC(O)(CHR')_rR^{16b}$, $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}$, $(CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

alternatively, R^{16a} and $R^{16a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{16h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{16b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, C_{1-6} alkyl substituted with 0-3 R^{16e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{16f}R^{16f}$, and $(CH_2)_r$phenyl;

R^{16f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{16h} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, $(CH_2)_r$phenyl, $C(O)R^{16f}$, $C(O)OR^{16i}$, and SO_2R^{16i};

R^{16i}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl;

m, at each occurrence, is independently selected from 0, 1, and 2;

t, at each occurrence, is independently selected from 1 and 2;

w, at each occurrence, is independently selected from 0 and 1;

r, at each occurrence, is independently selected from 0, 1, 2, 3, 4, and 5;

q, at each occurrence, is independently selected from 1, 2, 3, 4, and 5; and

p, at each occurrence, is independently selected from 0, 1, and 2.

23. The compound of claim 22, wherein:

R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$-phenyl substituted with 0-3 R^{4c};

R^{4c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a'}$, and $(CH_2)_r$phenyl;

R^1 and R^2 are independently selected from H and C_{1-4} alkyl;

R^6, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rOH$, $(CH_2)_rOR^{6b}$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}C(O)R^{6a}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6}alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is selected from C_{1-4} alkyl, C_{3-6} cycloalkyl, $(CH_2)NR^{13a}R^{13a'}$, $(CH_2)OH$, $(CH_2)OR^{13b}$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}C(O)R^{13a}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$-phenyl substituted with 0-3 R^{13c};

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6}cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

24. The compound of claim 23, wherein:

R^3 is selected from a methyl substituted with 0-1 R^{10}, C_{2-8} alkyl substituted with 0-3 R^7, a $(CR^{3'}H)_r$-carbocyclic residue substituted with 0-5 R^{15}, wherein the carbocyclic residue is selected from phenyl, C_{3-6} cycloalkyl, naphthyl, and adamantyl; and a $(CR^{3'}H)_r$-heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indazolyl, isoxazolinyl, morpholinyl, pyrrolidinyl, tetrahydropyranyl, tetrahycrofuranyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^5 is selected from $(CR^{5'}H)_t$-phenyl substituted with 0-5 R^{16}; and a $(CR^{5'}H)_t$-heterocyclic system substituted with 0-3 R^{16}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl,

piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

25. The compound of claim 24, wherein

Ring B is a 5 or 6 membered heterocycle ring wherein the heterocycle ring includes $-NR^9-$, $-O-$, $-S(O)_p-$, $-NR^{9d}C(O)-$, $-C(O)NR^{9d}-$, $-C(O)O-$, $-OC(O)-$, $-NR^{9d}C(O)NR^{9d}$, $-NR^{9d}C(O)O-$, $-OC(O)NR^{9d}-$, $-NR^{9d}S(O)_2-$, or $-S(O)_2NR^{9d}$, the heterocycle ring being optionally substituted by 0-2 R^8;

R^9 is selected from H, CH_3, C_{2-6} alkyl substituted with 0-3 R^{9a}, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{1-3} haloalkyl, $(CH_2)_rC(O)C_{1-6}$ alkyl substituted with 0-2 R^{9j}, $(CH_2)_rC(O)OC_{1-6}$ alkyl substituted with 0-3 R^{9b}, $(CH_2)_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rS(O)_2C_{1-6}$ alkyl, $S(O)_2C_{1-6}$ trifluoromethyl, $(CH_2)_rC(O)R^{9'}$, $(CH_2)_rC(O)NR^{9d}R^{9'}$, $(CH_2)_rS(O)_2R^{9'}$, $R^{9'}$, and $(CH_2)_rS(O)_2NR^{9d}R^{9'}$;

$R^{9'}$, at each occurrence, is independently selected from $(CHR')_rC_{3-6}$ cycloalkyl substituted with 0-3 R^{9e}, wherein the cycloalkyl is selected from cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl, $(CHR')_r$phenyl substituted with 0-3 R^{9c}, $(CHR')_r$5-6 membered heterocycle system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c}, wherein the heterocycle is selected from oxadiazolyl, morpholinyl, piperidinyl, tetrahydropyranyl, tetrahydrothiopyranyl, tetrahydrothiopyranyl dioxide, thiophene, imidazolyl, pyrrolidinyl,

pyrrolyl, thiazolyl, and furanyl, and $(CHR')_r$phenyl substituted with 0-3 R^{9c};

R^{9a}, at each occurrence, is selected from CN, O-methyl, O-ethyl, CF_3, OH, OC(O)-methyl, S-methyl, S-ethyl, S-propyl, $S(O)_p$-methyl, $S(O)_p$-ethyl, $S(O)_p$-propyl, and $NR^{9d}R^{9d'}$;

R^{9b}, at each occurrence, is selected from cyclopropyl, cyclbutyl, cyclpentyl, CN, CF_3, CH_2-OC_{1-5} alkyl, CH_2-OH, CH_2-SC_{1-5} alkyl, and CH_2-$NR^{9d}R^{9d'}$;

R^{9c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rC(O)OC_{1-5}$ alkyl, $(CH_2)_rC(O)C_{1-5}$ alkyl, $(CH_2)_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$;

provided that if R^{9c} is attached to a carbon attached to the nitrogen on Ring B, then R^{9c} is selected from $(CH_2)_qOH$, $(CH_2)_qOC_{1-5}$ alkyl, $(CH_2)_qSC_{1-5}$ alkyl, $(CH_2)_qS(O)_qC_{1-5}$ alkyl, and $(CH_2)_qNR^{9d}R^{9d'}$;

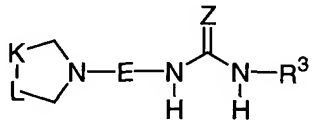
R^{9d} and $R^{9d'}$, at each occurrence, are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and phenyl;

R^{9e}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rC(O)OC_{1-5}$ alkyl, $(CH_2)_rC(O)NR^{9d}R^{9d'}$, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl,

$(CH_2)_rS(O)_pC_{1-5}$ alkyl, and $(CH_2)_rNR^{9d}R^{9d'}$, or alternatively, two R^{9e} on the same carbon atom form =O; and

R^{9j}, at each occurrence, is selected from cyclpropyl, cyclobutyl, cyclopentyl, CN, CF_3, O-methyl, O-ethyl, O-propyl, O-i-propyl, O-butyl, OH, S-methyl, S-ethyl, and $NR^{9d}R^{9d'}$.

26. The compound of claim 25, wherein the compound of formula (I) is:



;

Z is selected from O, S, NCN, and $NCONH_2$;

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3, Cl, Br, I, F, $(CH_2)_rNR^{16a}R^{16a'}$, NO_2, CN, OH, $(CH_2)_rOR^{16d}$, $(CH_2)_rC(O)R^{16b}$, $(CH_2)_rC(O)NR^{16a}R^{16a'}$, $(CH_2)_rNR^{16f}C(O)R^{16b}$, $(CH_2)_rS(O)_pR^{16b}$, $(CH_2)_rS(O)_2NR^{16a}R^{16a'}$, $(CH_2)_rNR^{16f}S(O)_2R^{16b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C_{1-6} alkyl and phenyl;

R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C_{1-5} alkyl.

27. The compound of claim 26, wherein:

Ring B is a 5 or 6 membered saturated heterocycle ring, wherein the heterocycle ring is selected from piperidine, tetrahydropyran, tetrahydrothiopyran, tetrahydrothiopyran 1,1-dioxide, tetrahydrothiopyran 1-monooxide, piperidin-2-one, tetrahydropyran-2-one, [1,2]thiazinane 1,1-dioxide, pyrrolidine, tetrahydrofuran, tetrahydrothiophene, pyrrolidin-2-one, dihydrofuran-2-one, and isothiazolidine 1,1-dioxide, the heterocycle ring being optionally substituted by 0-2 R^8;

R^5 is CH_2phenyl substituted with 0-3 R^{16}; and

r is selected from 0, 1, and 2.

28. The compound of claim 27, wherein:

K is selected from CH_2 and CHR^5;

L is CHR^5;

R^3 is selected from a C_{3-10} carbocyclic residue substituted with 0-3 R^{15}, wherein the carbocyclic residue is selected from cyclopropyl, cyclopentyl, cyclohexyl, phenyl, naphthyl and adamantyl, and a $(CR^{3'}H)_r$-heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indazolyl, isoxazolinyl, morpholinyl, pyrrolidinyl, tetrahydropyranyl, tetrahydrofuranyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3, Cl, Br, I, F, $(CH_2)_rNR^{15a}R^{15a'}$, NO_2, CN, OH, $(CH_2)_rOR^{15d}$, $(CH_2)_rC(O)R^{15b}$, $(CH_2)_rC(O)NR^{15a}R^{15a'}$, $(CH_2)_rNR^{15f}C(O)R^{15b}$, $(CH_2)_rNR^{15f}C(O)O(CHR')_rR^{15d}$, $(CH_2)_rOC(O)NR^{15a}R^{15a'}$, $(CH_2)_rS(O)_pR^{15b}$, $(CH_2)_rS(O)_2NR^{15a}R^{15a'}$, $(CH_2)_rNR^{15f}S(O)_2R^{15b}$, $(CH_2)_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}, wherein the heterocyclic system is selected from tetrazolyl, piperidinyl, pyrrolidinyl, imidazolyl, thiazolyl, pyrazolyl, pyridyl, thienyl, furanyl, pyrrolyl, oxazolyl, isoxazolyl, triazolyl, pyridazinyl,

pyrimidinyl, pyrazinyl, morpholinyl, oxadiazolyl, and thiadiazolyl;

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{15e};

alternatively, R^{15a} and $R^{15a'}$, along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR^{15h}, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R^{15b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{15e};

R^{15d}, at each occurrence, is selected from C_{1-6} alkyl and phenyl;

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl; and

R^{15f}, at each occurrence, is selected from H, and C_{1-5} alkyl.

29. The compound of claim 28, wherein

G is selected from CH_2 and C=O;

L is CHR^5;

B is selected from piperidine, tetrahydropyran, tetrahydrothiopyran, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, tetrahydrothiophene 1-oxide, and tetrahydrothiophene 1,1-dioxide;

R^3 is selected from phenyl substituted with 1-2 R^{15}, $-CH_2-CH_2$-morpholin-1-yl substituted with 1-2 R^{15}, indazolyl substituted with 1-2 R^{15}, pyrazolyl substituted with 1-2 R^{15} or thiazolyl substituted with 1-2 R^{15};

R^5 is selected from a CH_2-phenyl substituted with 1-2 R^{16};

R^9 is selected from H, C_{2-6} alkyl substituted with 0-3 R^{9a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, neo-pentyl; $-CH_2CH=CH_2$; $-CH_2C\equiv CH$; 2-fluoroethyl, 2,2-difluoroethyl, 2,2,2-trifluoroethyl, $(CH_2)_rC(O)C_{1-6}$ alkyl substituted with 0-2 R^{9j}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, t-butyl; C(O)Omethyl, C(O)Ot-butyl, SO_2methyl, SO_2ethyl, SO_2propyl, SO_2i-propyl, SO_2t-butyl, SO_2CF_3, $(CH_2)_rC(O)NR^{9d}R^{9d'}$; $(CH_2)_rC(O)R^{9'}$, $(CH_2)_rC(O)NR^{9d}R^{9'}$, $(CH_2)_rS(O)_2R^{9'}$, $R^{9'}$, and $(CH_2)_rS(O)_2NR^{9d}R^{9'}$;

$R^{9'}$, at each occurrence, is independently selected from $(CHR')_rC_{3-6}$ cycloalkyl, wherein the cycloalkyl is selected from cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl, $(CHR')_r$phenyl substituted with 0-3 R^{9c}, $(CHR')_r$5-6 membered

heterocycle system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c}, wherein the heterocycle is selected from oxadiazolyl, morpholinyl, piperidinyl, tetrahydropyranyl, tetrahydrothiopyranyl, tetrahydrothiopyranyl dioxide, thiophene, imidazolyl, pyrrolidinyl, pyrrolyl, thiazolyl, and furanyl, and $(CHR')_r$phenyl substituted with 0-3 R^{9c};

R^{9a}, at each occurrence, is selected from CN, O-methyl, O-ethyl, CF_3, OH, OC(O)-methyl, S-methyl, S-ethyl, S-propyl, $S(O)_p$-methyl, $S(O)_p$-ethyl, $S(O)_p$-propyl, and $NR^{9d}R^{9d'}$;

R^{9c}, at each occurrence, is selected from methyl, ethyl, propyl, C(O)-methyl, C(O)O-t-butyl;

R^{9d} and $R^{9d'}$, at each occurrence, are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, t-butyl;

R^{9j}, at each occurrence, is selected from O-methyl, O-ethyl, and $NR^{9d}R^{9d'}$;

R^{15} is selected from Me, CF_3, OMe, OCF_3, F, Cl, Br, OH, OMe, C(O)Me, CH(OH)Me, CN, CO_2Me, CO_2Et, SO_2NH_2, NHC(O)Me, $C(O)NH_2$, C(O)NHMe, $C(O)NHCH_2CH_2OMe$, C(O)piperidinyl, C(O)pyrrolidinyl, C(O)morpholinyl, and a 5-6 membered heterocyclic system, wherein the heterocyclic system is selected from tetrazolyl, indazolyl, pyrazolyl, triazolyl, morpholinyl, and thiazolyl, the heterocyclic system substituted with 0-2 R^{15e};

R^{15e} is selected from methyl, ethyl, propyl, i-propyl, cyclopropyl, cyclopropylmethyl, acetyl, and t-butoxycarbonyl;

R^{16} is selected from F, Cl, Br, and I;

30. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 22.

31. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 22.

32. A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 22.

33. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 28, or a pharmaceutically acceptable salt thereof.

34. The method of claim 31 wherein modulation of chemokine receptor activity comprises contacting a CCR3 receptor with an effective inhibitory amount of the compound.

35. A method for treating inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound

according to Claim 22, or a pharmaceutically acceptable salt thereof.

36. A method for treating disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 22, or a pharmaceutically acceptable salt thereof, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

37. The method according to Claim 36, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

38. The method according to Claim 37, wherein the disorder is asthma.

39. A method for treating inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 28, or a pharmaceutically acceptable salt thereof.

40. A method for treating disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound

according to Claim 39, or a pharmaceutically acceptable salt thereof, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

Respectfully submitted,

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